

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

EUGENE GELLER, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff,

V.

COTIVITI HOLDINGS, INC., DAVID L. SWIFT, JAMES E. PARISI, CHRISTOPHER PIKE, RUBE JOSE KING-SHAW, JR., R. HALSEY WISE, KENNETH R. GOULET, JOHN MALDONADO, J. DOUGLAS WILLIAMS, MALA ANAND, and ELIZABETH CONNOLLY ALEXANDER,

Defendants.

PLAINTIFF'S MOTION FOR PRELIMINARY INJUNCTION

Plaintiff Eugene Geller (“Plaintiff”) respectfully submits this Motion to preliminarily enjoin the stockholder vote on the proposed acquisition (“Proposed Merger”) of Cotiviti Holdings, Inc. (“Cotiviti” or the “Company”) by Verscend Technologies, Inc., an affiliate of Veritas Capital. On July 23, 2018, defendants filed with the United States Securities and Exchange Commission (“SEC”) a Proxy Statement on Schedule 14A (the “Proxy”), which recommends that Cotiviti’s shareholders vote in favor of the Proposed Merger, but omits or misrepresents material information that is preventing Cotiviti’s stockholders from making a fully informed vote on the Proposed Merger.

As detailed in the attached Memorandum of Law, Plaintiff alleges the Proxy omits material information with respect to the Proposed Transaction, which renders the Proxy misleading. Accordingly, Plaintiff alleges the defendants violated Sections 14(a) and 20(a) of the Securities

Exchange Act of 1934 (the “Exchange Act”) and Rule 14a-9 thereunder in connection with the Proxy, and Plaintiff respectfully requests that the Court enjoin stockholder vote on the Proposed Merger until defendants disclose the material information sought herein.

WHEREFORE, Plaintiff respectfully requests that the Court grant Plaintiff’s Motion for Preliminary Injunction and enjoin defendants from holding the stockholder vote on the Proposed Merger, pending corrective disclosures by defendants.

Dated: August 3, 2018

Respectfully submitted,

FARUQI & FARUQI, LLP

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